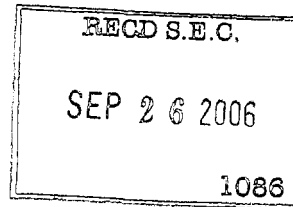




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1125920**NASDAQ**THE NASDAQ STOCK MARKET
LISTING QUALIFICATIONS DEPARTMENT
9000 BLACKWELL ROAD
ROCKVILLE, MD 20850

1-33031

Michael S. Emen
Senior Vice President
Listing QualificationsBy Facsimile and First Class Mail

September 26, 2006

Mr. Brian K. Johnson
Office of Filings and Information Services
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Johnson:

This is to certify that on September 19, 2006 The Nasdaq Stock Market (the "Exchange") received from Shutterfly, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, par value \$0.0001 per share

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

PROCESSED

SEP 28 2006

J THOMSON
FINANCIAL